

Elena Lazarou (EL-5681)  
Reed Smith LLP  
559 Lexington Avenue  
New York, New York 10022  
Telephone: 212-521-5400  
Facsimile: 212-521-5450

-and-

Stephen T. Bobo  
Reed Smith LLP  
10 South Wacker Drive, 40<sup>th</sup> Floor  
Chicago, IL 60606  
Telephone: 312-207-1000  
Facsimile: 312-207-6400

Attorneys for Johnson Controls, Inc.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	-----x
	:
In re	:
DELPHI CORPORATION, et al.,	:
Debtors.	:
	:
	:
	:
	:
	:
	Chapter 11
	:
	Case No. 05-44481 (RDD)
	:
	(Jointly Administered)
	:
	-----x

**WITHDRAWAL OF JOHNSON CONTROLS, INC.'S RESPONSE TO MOTION FOR  
ORDER PURSUANT TO 11 U.S.C. §§ 105 (a) AND 502(c) ESTIMATING OR  
PROVISIONALLY ALLOWING CERTAIN UNRECONCILED CLAIMS SOLELY FOR  
PURPOSES OF ADMINISTRATION OF DISCOUNT RIGHTS OFFERING**

Now comes Johnson Controls, Inc. ("Johnson") and hereby withdraws its Response to Delphi's Motion for Order Pursuant to 11 U.S.C. §§ 105 (a) and 502(c) Estimating or Provisionally Allowing Certain Unreconciled Claims Solely for Purposes of Administration of Discount Rights Offering filed by Johnson on January 11, 2008.

Johnson is withdrawing its Response as the parties have reached an agreement that the amount of Proof of Claim no. 15524 filed by Johnson, solely for the purposes of participation in stock discount rights offering, shall be \$350,438.28.

Dated: January 16, 2008

RESPECTFULLY SUBMITTED

Johnson Controls, Inc.

By: /s/ Elena Lazarou

REED SMITH LLP  
599 Lexington Avenue  
New York, NY 10022  
Telephone: 212-521-5400  
Facsimile: 212-521-5450

Of Counsel

Stephen T. Bobo  
REED SMITH LLP  
10 South Wacker Drive  
40<sup>th</sup> Floor  
Chicago, IL 60606  
Telephone: 312-207-1000  
Facsimile: 312-207-6400

**CERTIFICATE OF SERVICE**

Undersigned counsel hereby certifies that a true and correct copy of the foregoing Withdrawal of Johnson Control Inc.'s Response to Motion for Order Pursuant to 11 U.S.C. §§ 105 (a) and 502(c) Estimating or Provisionally Allowing Certain Unreconciled Claims Solely for Purposes of Administration of Discount Rights Offering was served electronically through the Court's electronic transmission facilities upon those parties receiving such service in this case and by ordinary United States mail service this 16<sup>th</sup> day of January, 2008, upon the following:

Honorable Robert D. Drain  
United States Bankruptcy Judge  
United States Bankruptcy Court  
For the Southern District of New York  
One Bowling Green, Room 610  
New York, NY 10004

Delphi Automotive Systems, LLC  
Attn: Legal Staff  
5725 Delphi Drive  
Troy, MI 48098

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

John William Butler, Jr., Esq.  
John K. Lyons, Esq.  
Skadden Arps Slate Meagher & Flom LLP  
333 West Wacker Drive, Suite. 2100  
Chicago, IL 60606

Donald Bernstein, Esq.  
Brian Resnick, Esq.  
Davis, Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

Robert J. Rosenberg, Esq.  
Mark A. Broude, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022

Bonnie Steingart, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, NY 10004

Office of the United States Trustee  
Attn: Alicia M. Leonhard, Esq.  
33 Whitehall Street, Suite 2100  
New York, NY 10004

/s/ Elena Lazarou  
Elena Lazarou